

AGENDA

1. Proof of Notice of Meeting;
2. Determination of Presence of Quorum;
3. Reading and Approval of the Minutes of the 2023 Annual Members' Meeting held on 24 May 2023;
4. Annual Report to Members;
5. Ratification of all the Acts and Resolutions of the Executive Committee and the Board of Trustees from the Date of the Last Annual Members' Meeting up to the Date of this Meeting;
6. Election of Three (3) Trustees;
7. Appointment of the External Auditor and Determination of its Remuneration; and
8. Adjournment.

GUIDELINES FOR VOTING

WHO CAN VOTE

Every individual policyholder who owns at least one (1) insurance policy and every master policyholder of any group insurance policy only, excluding the individual certificate holders under such master policy, is a Member of the Company.

Every Member who owns such an insurance policy which is in force for at least one (1) year as of thirty (30) days prior to 22 May 2024, or as of 22 April 2024, is entitled to vote.

Such qualified Member shall be entitled to one (1) vote only at such meeting or any adjournment thereof, regardless of the number of insurance policies or amount of insurance owned.

PROXIES

A qualified Member may register and vote for all resolutions in person or through a proxy. A duly signed Proxy Form must be submitted to the Office of the Corporate Secretary by emailing it to ocs@insular.com.ph at least twenty (20) calendar days before the date of the meeting at which the proxy will attend, or not later than 02 May 2024. The presence of a member at the Annual Members' Meeting revokes the proxy for such meeting.

MANNER OF VOTING

The voting for each Agenda item shall be done through remote communication or *in Absentia*. Each Agenda item, including individual election of trustees, shall be voted upon by each Member or his/her proxy. Voting via the [InLife Registration and Voting Portal](#) (IRVP) may be done from 06 May 2024 until 22 May 2024 at 04:15 pm.

During the Annual Members' Meeting, each Agenda item shall be displayed and the accumulated number of votes for or against or the number of abstention shall be shown to the Members.

The requirements and procedures via the IRVP was published alongside the Notice of the AMM in the Company website beginning 24 April 2024.

DETERMINATION OF DULY ELECTED TRUSTEES

The three (3) qualified candidates who receive the highest number of votes shall be proclaimed as the duly elected trustees. In case of a tie, the issue shall be decided by the drawing of lots.

PROFILES AND CREDENTIALS OF CANDIDATES FOR ELECTION

I. Maria Noemi G. Azura



Noemi is a Non-Executive Trustee of the Company. She is 60 years old and is a Filipino Citizen.

Date of First Board Appointment: 24 March 2022

Other Directorships and Experience: Noemi is a dynamic business leader with extensive experience in health insurance and consumer banking gained from local and global companies spanning over three decades. The breadth of her experience includes business transformation, innovation and strategy, sales and distribution and audit and compliance. She is a Senior Executive Vice President at InLife and concurrently the President and Chief Executive Officer of Insular Health Care, Inc. (IHCI). She is also a Director of Insular Foundation, Inc. Outside of InLife group, she is a Director of City Savings Bank and Maria Health. Prior to joining InLife in 2017, she previously served as President & CEO of PhilCare. She also held various leadership roles in Citibank, American Express and Australia New Zealand (ANZ) Bank, including an international assignment at ANZ Melbourne.

Academic and Professional Qualifications: Bachelor's in Accountancy, De La Salle University; Master's in Business Administration, University of the Philippines.

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors' (ICD's) Masterclass: The Third Series: Session 4, entitled "Transforming Companies with Digital- Disruption-Ready Board of Directors" (2 hours) and Session 5, entitled "Disruptive Health Innovations" (2 Hours).

II. Luis Y. Benitez



Louie is an Independent Trustee of the Company. He is 76 years old and a Filipino Citizen.

Date of First Board Appointment: 24 January 2016

Other Directorships and Experience: Louie is a former Vice Chairman and Senior Partner of SyCip, Gorres, Velayo and Company (SGV & Co). He is a Director of the following companies: Insular Health Care, Inc., an IC Regulated Entity; CTBC Bank (Philippines) Corp. and Concepcion Industrial Corp. He is also a known senior adviser and consultant to major private companies. He has extensive experience in public accounting and business advisory services, especially in the banking and financial industries.

Academic and Professional Qualifications: Bachelor's in Business Administration, major in Accounting, University of the Philippines; Master's in Business Administration, Stern School of Business of New York University and Pacific Rim Bankers' Program, University of Washington. He is a Certified Public Accountant (CPA).

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors' (ICD's) Masterclass: The Third Series Session 4, entitled "Transforming Companies with Digital- Disruption-Ready Board of Directors" (2 hours) and Bankers' Institute of the Philippines' (BAIPHIL's) Environment, Social and Governance (ESG) training (7 hours).

III. Justo A. Ortiz



Justo is a Non-Executive Trustee and. He is 66 years old and is a Filipino Citizen.

Date of First Board Appointment: 23 November 2017

Other Directorships and Experience: Justo holds the following directorships outside of InLife: Vice-Chairman of the Board of Union Bank of the Philippines or UBP (a Publicly Listed Company); Director/Chairman of the following UBP subsidiaries: Aboitiz Equity Ventures, Union Digital Bank, UBX Philippines Inc., and Aboitiz Feedall Holdings, Inc. He is also Chairman of the following companies: Philippine Payments Management Inc.; Fintech Philippine Association, Inc.; Distributed Ledger Technology Association of the Philippines, Inc.; Pilmico Foods Corporation; Pilmico Animal Nutrition Corporation and Concepcion Industrial Corporation. He is a member of the Management Association of the Philippines, Makati Business Club, and World Presidents Organization/Young Presidents Organization. He is a Trustee of the Philippine Trade Foundation, Inc. Prior to joining UBP, he was Managing Partner for Global Finance and Country Executive for Investment Banking at Citibank, N.A.

Academic and Professional Qualifications: Bachelor's in Economics - Honors Program (magna cum laude), Ateneo de Manila University. He was also conferred the degree of Doctor in Humanities - Honoris Causa, by the University of Santo Tomas.

**2023 Corporate
Governance
Seminars Attended:**

Institute of Corporate Directors (ICD's) Masterclass: The Third Series: Session 4, entitled "Transforming Companies with Digital- Disruption-Ready Board of Directors" (2 hours), Session 5, entitled "Disruptive Health Innovations" (2 Hours) and Session 6, entitled "The Brand Architecture: A Valuable Framework for Setting Strategy" (2 Hours).

PROFILES AND CREDENTIALS OF ALL TRUSTEES

I. Nina Perpetua D. Aguas (“Nina”)

Position: Chairperson of the Board

Type: Executive Trustee

Date of First Board Appointment: 27 May 2015

Nationality and Age: Filipino, 71 years old

Other Directorships and Experience: Nina is InLife’s Chairperson of the Board of InLife, Insular Health Care Inc. (IHCI), Insular Life Management & Development Corporation and the Insular Foundation, Inc. As InLife’s Chair, she is a Director-nominee of the following Publicly Listed Companies (PLCs): Shell Pilipinas Corporation and Union Bank of the Philippines. She is also a director of Monde Nissin Corporation (a PLC) and a Trustee of the Insurance Institute of Asia and the Pacific. She is a former member of the Advisory Council for Gender and Development of the World Bank Group. She is also the former CEO of InLife from 2016 to 2017 and an Independent Trustee in 2015. Prior to InLife, she was a Director, President and CEO of the Philippine Bank of Communications; Managing Director and Head of Private Bank – Asia Pacific, Managing Director and Retail Banking Head – Asia Pacific of the Australia and New Zealand (ANZ) Banking Group, Ltd. (ANZ Group); and held the following positions in Citibank group: Managing Director and Head of Corporate Center Compliance in New York; Country Business Manager of Global Consumer Group , Philippines; Head of Sales and Distribution, GCG -Philippines; Regional Quality Director GCG – Asia Pacific; and Regional Audit Director, Citigroup, Asia Pacific.

Academic and Professional Qualifications: Bachelor of Science in Commerce, major in Accounting, University of Santo Tomas. Nina is a Certified Public Accountant (CPA).

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors’ (ICD’s) Advanced Corporate Governance training (4 hours) and ICD Masterclass: The Third Series: Session 4, entitled “Transforming Companies with Digital- Disruption-Ready Board of Directors” (2 hours).

II. Maria Noemi G. Azura (“Noemi”)

Position: Member of the Board of Trustees

Type: Executive Trustee

Date of First Board Appointment:	24 March 2022
Nationality and Age:	Filipino, 60 years old
Other Directorships and Experience:	Noemi is a dynamic business leader with extensive experience in health insurance and consumer banking gained from local and global companies spanning over three decades. The breadth of her experience includes business transformation, innovation and strategy, sales and distribution and audit and compliance. She is a Senior Executive Vice President at InLife and concurrently the President and Chief Executive Officer of Insular Health Care, Inc. (IHCI). She is also a Director of Insular Foundation, Inc. Outside of InLife group, she is a Director of City Savings Bank and Maria Health. Prior to joining InLife in 2017, she previously served as President & CEO of PhilCare. She also held various leadership roles in Citibank, American Express and Australia New Zealand (ANZ) Bank, including an international assignment at ANZ Melbourne.
Academic and Professional Qualifications:	Bachelor's in Accountancy, De La Salle University; Master's in Business Administration, University of the Philippines.
2023 Corporate Governance Seminars Attended:	Institute of Corporate Directors' (ICD's) Masterclass: The Third Series: Session 4, entitled "Transforming Companies with Digital-Disruption-Ready Board of Directors" (2 hours) and Session 5, entitled "Disruptive Health Innovations" (2 Hours).

III. Luis Y. Benitez ("Louie")

Position:	Member of the Board
Type:	Non-Executive, Independent Trustee
Date of First Board Appointment:	24 January 2016
Nationality and Age:	Filipino, 76 years old
Other Directorships and Experience:	Louie is a former Vice Chairman and Senior Partner of SyCip, Gorres, Velayo and Company. He is a Director of the following: Insular Health Care, Inc., an IC Regulated Entity; CTBC Bank (Philippines) Corp. and Concepcion Industrial Corp. He is also a known senior adviser and consultant to major private companies. He has extensive experience in public accounting and business advisory services, especially in the banking and financial industries.

Academic and Professional Qualifications: Bachelor of Science in Business Administration, major in Accounting, University of the Philippines; Master's in Business Administration, Stern School of Business of New York University; Pacific Rim Bankers' Program, University of Washington. He is a Certified Public Accountant (CPA).

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors' ICD's Masterclass: The Third Series: Session 4, entitled "Transforming Companies with Digital- Disruption- Ready Board of Directors" (2 hours) and Bankers' Institute of the Philippines' (BAIPHIL's) Environment, Social and Governance (ESG) training (7 hours).

IV. Emmanuel F. Dooc ("Manny")

Position: Member of the Board
Type: Non-Executive, Independent Trustee
Date of First Board Appointment: 26 April 2019
Nationality and Age: Filipino, 74 years old

Other Directorships and Experience: Before joining InLife, Manny was President and CEO of the Social Security System. He is also a former Commissioner of the Insurance Commission and was an Honorary Insurance Commissioner of Louisiana, USA in 2015. He is a distinguished veteran in the life insurance industry and has extensive experience in insurance operations, corporate compliance risk management, and governance. He is the Chairman of the Board of Stronghold Insurance Company, Inc., an IC Regulated Entity.

Academic and Professional Qualifications: Bachelor's in Elementary Education, Mabini Colleges; Bachelor of Laws, San Beda College of Law; Master Fellow and a Fellow, Life Management Institute from Life Office Management Association; Associate in Claims from International Claims Association, and Fellow, Institute of Corporate Directors. He also completed the following: Certificate in Teaching the Blind, Philippine Normal University; Professional Certificate in Strategic Management Program, College of Insurance- New York; 2015 Fall International Fellows Program, National Association of Insurance Commissioners, Center for Insurance Policy and Research and the Executive Program for Senior Government Officials, JFK School of Government- Harvard

University. He also holds a professional certificate in Anti-Corruption from The International Centre for Parliamentary Studies in London, United Kingdom.

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors' (ICD's) Masterclass: The Third Series: Session 5, entitled "Disruptive Health Innovations" (2 Hours) and Session 6, entitled "The Brand Architecture: A Valuable Framework for Setting Strategy" (2 Hours).

V. Marietta C. Gorrez ("Mayette")

Position: Member of the Board

Type: Non-Executive Trustee

Date of First Board Appointment: 27 January 2011

Nationality and Age: 70 years old

Other Directorships and Experience: Mayette is a Trustee, Vice-Chairperson and Vice President of Foundation for Professional Training, Inc. She is also a Trustee of Alliance for the Family Foundation of the Philippines, Inc. She is a former Senior Vice President of InLife and former President of ILAC General Insurance Agency, Inc. She is a Professional Executive, Career, Life Coach and member of the International Coach Federation (ICF) and past President of ICF-Philippines Chapter.

Academic and Professional Qualifications: Bachelor of Science in Mathematics, University of Santo Tomas; Master's in Business Administration, De La Salle University; Master's candidate in Business Economics, University of Asia & the Pacific; Graduate, Asian Institute of Management's Top Management Program and Fellow, Life Management Institute of Life Office Management Association. She is a Registered Financial Consultant and Registered Estate Planner of the International Association of Registered Financial Consultants.

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors' (ICD's) Masterclass: The Third Series: Session 4, entitled "Transforming Companies with Digital- Disruption-Ready Board of Directors" (2 hours) and Session 6, entitled "The Brand Architecture: A Valuable Framework for Setting Strategy" (2 Hours).

VI. Luis C. la Ò (“Louie”)

Position: Vice-Chairman of the Board

Type: Non-Executive, Lead Independent Trustee

Date of First Board Appointment: 22 January 2015; appointed as Independent on 24 January 2018

Nationality and Age: Filipino, 76 years old

Other Directorships and Experience: Louie is the Vice-Chairman of the Board. He was InLife’s Chairman of the Board from 2016 to 2017. Before that, he first joined as a Non-Executive Trustee in 2015. He is also a former Chairman of MAPFRE Insular from 1986 to 2016. He is a Director of Insular Health Care, Inc.(IHCI), an Insurance Commission Regulated Entity or ICRE, and Shell Pilipinas Corporation, a Publicly Listed Company (PLC). Prior to these posts, he held senior management roles in MAPFRE Insular, MAPFRE Group-Spain, the Soriano Group and the Ayala Group.

Academic and Professional Qualifications: Bachelor of Science in Management, Ateneo de Manila University; Master’s in Business Management, De La Salle University. He also completed a “Course on General Insurance” from the College of Insurance, Chartered Institute of London, United Kingdom.

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors’ (ICD’s) Masterclass: The Third Series: Session 4, entitled “Transforming Companies with Digital- Disruption-Ready Board of Directors” (2 hours) and Session 5, entitled “Disruptive Health Innovations” (2 Hours).

VII. Francisco Ed. Lim (“Francis”)

Position: Member of the Board

Type: Non-Executive, Independent Trustee

Date of First Board Appointment: 27 January 2011; appointed as Independent on 22 February 2018

Nationality and Age:	Filipino, 68 years old
Other Directorships and Experience:	<p>He is a Senior Legal Counsel of Angara Concepcion Regala & Cruz Law Offices. He is the Chairman of Air Asia Philippines, Inc., Justice Reform Initiative and Co-Chairman (together with Finance Secretary Ralph Recto) of the Capital Market Development Council. He is a former President of Philippine Stock Exchange, Inc., Securities Clearing Corporation of the Philippines, Financial Executives Institute of the Philippines, Management Association of the Philippines and of the Shareholders' Association of the Philippines. Outside InLife, Francis is a Director of the following companies: Alphaland Corporation; AirAsia Aviation Group Limited (Malaysian Company); Air Asia Inc.; Converge Information and Communications Technology Solutions, Inc., a Publicly Listed Company (PLC), First Philippine Holdings Corporation and Union Bank of the Philippines (PLC). He is a Fellow of the Institute of Corporate Directors, and a member of the Integrated Bar of the Philippines, Philippine Bar Association, New York State Bar Association and the American Bar Association.</p> <p>He is a Law Professor at the School of Law, Ateneo de Manila University and School of Law of San Beda University, while he is the Chairman of the Commercial Law Department of the Philippine Judicial Academy. He is a co-author of the "The Philippine Competition Act: Salient Points and Emerging Issues" and is a columnist at Rappler.</p>
Academic and Professional Qualifications:	<p>Bachelor of Arts (cum laude) and Bachelor of Philosophy (magna cum laude), University of Santo Tomas; Bachelor of Laws (Second Honors), Ateneo de Manila University; Master of Laws, University of Pennsylvania, USA. He is a member of the Integrated Bar of the Philippines, Philippine Bar Association, New York State Bar Association and the American Bar Association. He is also a Fellow of Institute of Corporate Directors.</p>
2023 Corporate Governance Seminars Attended:	<p>Institute of Corporate Directors' (ICD's) Advanced Corporate Governance training (4 hours).</p>

VIII. Raoul Antonio E. Littaua (“Raoul”)

Position: President & Chief Executive Officer; Member of the Board

Type: Executive Trustee

Date of First Board Appointment: 07 June 2021

Appointment:

Nationality and Age: Filipino, 60 years old

Other Directorships and Experience: As InLife’s President & CEO, Raoul is the Vice-Chair of Insular Foundation, Inc. He first joined InLife in 2018 as its Chief Agency Officer and later became Senior Executive Vice President and Chief Distribution Officer before his current designation. He occupied various key positions such as Chief Marketing Officer and Chief Distribution Officer of other life insurance companies. Aside from the life insurance industry, he is formerly connected with retail and real estate companies, where he was instrumental in growing their respective businesses and was responsible for setting the directions towards their success. He is also a strong advocate of renewable energy, having worked as technical consultant for foreign assisted and special projects of the Department of Environment and Natural Resources. Among the projects he was involved in were the Philippine Solid Waste Management Project, Coral Reef Rehabilitation and Eco Tourism Development, Climate Change Adaptation and Biodiversity Project and the Digitization of Cadastral Lands.

He is a member of the Makati Business Club, Insurance Institute for Asia and the Pacific, Inc. and Philippine Life Insurance Association.

Academic and Professional Qualifications: Bachelor of Arts in Psychology, De La Salle University. He completed an Executive Development Course from Life Office Management Association/Life Insurance and Market Research Association in conjunction with Penn State University.

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors’ (ICD’s) Masterclass: The Third Series: Session 3, entitled “Adopting Entrepreneurial Mindset: A Prime of Board Directors” (2 hours) and Session 6, entitled “The Brand Architecture: A Valuable Framework for Setting Strategy” (2 Hours).

IX. Justo A. Ortiz (“Justo”)

Position: Member of the Board

Type: Non-Executive Trustee

Date of First Board Appointment: 23 November 2017

Nationality and Age: Filipino, 66 years old

Other Directorships and Experience: Justo holds the following directorships outside of InLife: Vice-Chairman of the Board of Union Bank of the Philippines or UBP (a Publicly Listed Company); Director/Chairman of the following UBP subsidiaries: Aboitiz Equity Ventures, Union Digital Bank, UBX Philippines Inc., and Aboitiz Feedall Holdings, Inc. He is also a Chairman of the following companies: Philippine Payments Management Inc.; Fintech Philippine Association, Inc.; Distributed Ledger Technology Association of the Philippines, Inc.; Pilmico Foods Corporation; Pilmico Animal Nutrition Corporation and Concepcion Industrial Corporation. He is a member of the Management Association of the Philippines, Makati Business Club, and World Presidents Organization/Young Presidents Organization. He is a Trustee of the Philippine Trade Foundation, Inc. Prior to joining UBP, he was Managing Partner for Global Finance and Country Executive for Investment Banking at Citibank, N.A.

Academic and Professional Qualifications: Bachelor’s in Economics - Honors Program (*magna cum laude*), Ateneo de Manila University. He was also conferred the degree of Doctor in Humanities - Honoris Causa, by the University of Santo Tomas.

2023 Corporate Governance Seminars Attended: Institute of Corporate Directors’ (ICD’s) Masterclass: The Third Series: Session 4, entitled “Transforming Companies with Digital- Disruption-Ready Board of Directors” (2 hours), Session 5, entitled “Disruptive Health Innovations” (2 Hours) and Session 6, entitled “The Brand Architecture: A Valuable Framework for Setting Strategy” (2 Hours).